

USA Capital

First Trust Deed Investment

Borrower: USA Investments Partners, LLC or assignee

Loan Amount: \$31,500,000

Rate: 12.5%

Loan to Value: Approximately 50% upon completion of the Specific Plan based on assessment of current market values. An appraisal is in process.

Term: 18 months

Collateral: First Trust Deed on approximately 338 acres of land in Placer County, California.

The Project: The project, Placer Vineyards, is located approximately twenty miles northeast of Sacramento along Interstate 80 in Placer County, California. The Placer Vineyards specific plan encompasses over five thousand acres, which envision over 14,000 dwelling units, 491 acres of commercial/business park as well as schools, parks, and open space. Processing of this Specific Plan is being completed by a consortium of landowners in the specific plan area including Lennar Homes, AKT Development, Wincrest Homes and TW Lewis Homes, among others.

The subject 338 acres are planned for approximately 1,125 lots with an average square footage of 7,500, the largest lots in the Placer Vineyards Specific Plan.

Borrower Equity: The Borrower will bring in \$6.5 million for a down payment at close of the loan.

Repayment Strategy: Upon approval of the Specific Plan, the Borrower will sell the entire property to one or more merchant builders.

Paul Hamilton

Phill Dickinson

702-734-2400

Licensed by the State of Nevada Division of Mortgage Lending
USA Commercial Mortgage Company 4484 S. Pecos Rd, Las Vegas NV 89121
License #MB 333 5/21/2007

Money invested through a mortgage broker is not guaranteed to earn any interest or return and is not insured.
Before investing investors must be provided applicable disclosure.

EXHIBIT B

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Guarantees: The loan will be guaranteed by the principals of USA Investment Partners, Tom Hantges, and Joe Milanowski, with a combined net worth of approximately \$97 million as of 6-30-04.

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